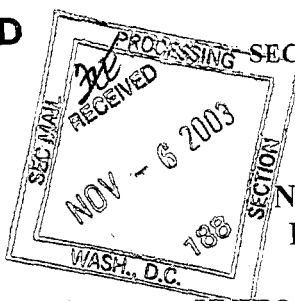


**FORM D**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM D**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2005  
Estimated average burden  
hours per response ..... 16.00

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ☒ Check if this is an amendment and name has changed, and indicate change.)

Private Placement of up to \$7,500,000 of 10% Senior Notes and Warrants to Purchase 900,000 Shares of Common Stock

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Rule 4(6) ☐ ULOE

Type of Filing: ☐ New Filing ☒ Amendment

1604673

**A. BASIC IDENTIFICATION DATA**

1. Enter the Information requested about the issuer

Name of Issuer ☐ Check if this is an amendment and name has changed, and indicate change.)

VendingData Corporation

Address of Executive Offices (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Telephone Number (Including Area Code)

702-733-7195

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

VendingData Corporation's primary business is the development, manufacturing and marketing of various concepts and products that increase the security, productivity and profitability of the gaming industry.

Type of Business Organization

☒ corporation

☐ limited partnership, already formed

☐ other (please specify):

☐ business trust

☐ limited partnership, to be formed

**PROCESSED**

NOV 07 2003

Actual or Estimated Date of Incorporation or Organization:

Month  
0 4

Year  
9 9

☒ Actual

☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

N V

THOMSON FINANCIAL

**GENERAL INSTRUCTIONS****Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Steven J. Blad

Business or Residence Address (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

John R. Spina

Business or Residence Address (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

James E. Crabbe

Business or Residence Address (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ronald O. Keil

Business or Residence Address (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Bob L. Smith

Business or Residence Address (Number and Street, City, State, Zip Code)

6830 Spencer Street, Las Vegas, Nevada 89119

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$50,000

3. Does the offering permit joint ownership of a single unit? ..... Yes ☒ No ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Philadelphia Brokerage Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)

992 Old Eagle School Road, Suite 915, Wayne, Pennsylvania 19087

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	<input checked="" type="checkbox"/> [NV]	[NH]	[NJ]	[NM]	<input checked="" type="checkbox"/> [NY]	[NC]	[ND]	[OH]	[OK]	[OR]	<input checked="" type="checkbox"/> [PA]
[RI]	[SC]	[SD]	[TN]	<input checked="" type="checkbox"/> [TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 7,500,000	\$ 7,500,000
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify      Debt includes 900,000 Warrants      ).....	\$ 0	\$ 0
Total.....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	14	\$ 7,500,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only).....		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees.....	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 280,000
Other Expenses (identify).....	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ 285,000

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 7,215,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Purchase of real estate.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Repayment of indebtedness.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Working capital.....	<input type="checkbox"/> \$		<input checked="" type="checkbox"/> \$ 4,775,000
Other (specify): <u>Manufacturing expenses</u>	<input type="checkbox"/> \$		<input checked="" type="checkbox"/> \$ 1,440,000
<u>Acquisition of intellectual property and other assets</u>	<input type="checkbox"/> \$		<input checked="" type="checkbox"/> \$ 1,000,000
	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Column Totals.....	<input type="checkbox"/> \$		<input type="checkbox"/> \$
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$	7,215,000

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) VendingData Corporation	Signature <i>Stacie L. Brown</i>	Date October 21, 2003
Name of Signer (Print or Type) Stacie L. Brown, Attorney-in-Fact for Steven J. Blad	Title of Signer (Print or Type) Chief Executive Officer and President	

### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) VendingData Corporation	Signature <i>Stacie L. Brown</i>	Date October 21, 2003
Name of Signer (Print or Type) Stacie L. Brown, Attorney-in-Fact for Steven J. Blad	Title (Print or Type) Chief Executive Officer and President	

*Instruction:*

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in State (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Up to \$600,000 of 10% Senior Notes and Warrants	2	\$600,000				X
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in State (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV		X	Up to \$100,000 of 10% Senior Notes and Warrants	1	\$100,000				X
NH									
NJ									
NM									
NY		X	Up to \$4,000,000 of 10% Senior Notes and Warrants	1	\$3,000,000				X
NC									
ND									
OH									
OK									
OR									
PA		X	Up to \$7,000,000 of 10% Senior Notes and Warrants	8	\$2,250,000				X
RI									
SC									
SD									
TN									
TX		X	Up to \$2,000,000 of 10% Senior Notes and Warrants	1	\$50,000				X
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

**FORM U-2**  
**UNIFORM CONSENT TO SERVICE OF PROCESS**

Know all men by these presents:

That the undersigned VendingData Corporation, (a corporation),  
(~~a partnership~~), a (~~limited liability company~~) organized under the laws of Nevada  
or (an individual), [strike out inapplicable nomenclature] for purposes of complying with the laws of the  
States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably  
appoints the officers of the States so designated hereunder and their successors in such offices, its  
attorney in those States so designated upon whom may be served any notice, process or pleading in any  
action or proceeding against it arising out of, or in connection with, the sale of securities or out of  
violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that  
any such action or proceeding against it may be commenced in any court of competent jurisdiction and  
proper venue within the States so designated hereunder by service of process upon the officers so  
designated with the same effect as if the undersigned was organized or created under the laws of that State  
and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading serviced hereunder be mailed to:

Stacie L. Brown

(Name)

6830 Spencer Street, Las Vegas, Nevada 89119

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the  
designated Officer of that State as its attorney in that State for receipt of service process:

<input type="checkbox"/> ALABAMA	Secretary of State.	<input type="checkbox"/> DISTRICT OF COLUMBIA	Each member of Public Service Commission or Commissioner's successor in office.
<input type="checkbox"/> ALASKA	Commissioner, Department of Community and Economic Development.	<input type="checkbox"/> FLORIDA	Department of Banking and Finance.
<input type="checkbox"/> ARIZONA	The Corporation Commission.	<input type="checkbox"/> GEORGIA	Commissioner of Securities.
<input type="checkbox"/> ARKANSAS	The Securities Commissioner.	<input type="checkbox"/> GUAM	Administrator, Department of Finance.
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations.	<input type="checkbox"/> HAWAII	Commissioner of Securities.
<input type="checkbox"/> COLORADO	Securities Commissioner.	<input type="checkbox"/> IDAHO	Director of Department of Finance and his successors in office.
<input type="checkbox"/> CONNECTICUT	Banking Commissioner.	<input type="checkbox"/> ILLINOIS	Secretary of State.
<input type="checkbox"/> DELAWARE	Securities Commissioner.	<input type="checkbox"/> INDIANA	Secretary of State.

**FORM U-2**  
**UNIFORM CONSENT TO SERVICE OF PROCESS**

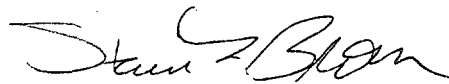
<input type="checkbox"/> IOWA	Commissioner of Insurance.	<input type="checkbox"/> NORTH CAROLINA	Secretary of State.
<input type="checkbox"/> KANSAS	Secretary of State.	<input type="checkbox"/> NORTH DAKOTA	Securities Commissioner.
<input type="checkbox"/> KENTUCKY	Commissioner, Department of Financial Institutions.	<input type="checkbox"/> OHIO	Secretary of State.
<input type="checkbox"/> LOUISIANA	Commissioner of Securities.	<input type="checkbox"/> OREGON	Director, Department of Consumer and Business Services.
<input type="checkbox"/> MAINE	Securities Administrator.	<input type="checkbox"/> OKLAHOMA	Securities Administrator.
<input type="checkbox"/> MARYLAND	Securities Commissioner of the Division of Securities.	<input type="checkbox"/> PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/> MASSACHUSETTS	Secretary of State.	<input type="checkbox"/> PUERTO RICO	Commissioner of Financial Institutions.
<input type="checkbox"/> MICHIGAN	Commissioner, Office of Financial and Insurance Services.	<input type="checkbox"/> RHODE ISLAND	Director of Department of Business Regulation.
<input type="checkbox"/> MINNESOTA	Commissioner of Commerce.	<input type="checkbox"/> SOUTH CAROLINA	Secretary of State.
<input type="checkbox"/> MISSISSIPPI	Secretary of State.	<input type="checkbox"/> SOUTH DAKOTA	Director of the Division of Securities.
<input type="checkbox"/> MISSOURI	Commissioner of Securities.	<input type="checkbox"/> TENNESSEE	Commissioner of Commerce and Insurance.
<input type="checkbox"/> MONTANA	Securities Commissioner and his successors in office.	<input checked="" type="checkbox"/> TEXAS	Securities Commissioner.
<input type="checkbox"/> NEBRASKA	Director of Department of Banking and Finance.	<input type="checkbox"/> UTAH	Director, Division of Securities.
<input checked="" type="checkbox"/> NEVADA	Administrator of the Securities Division of the Office of the Secretary of State.	<input type="checkbox"/> VERMONT	Commissioner of Banking, Insurance, Securities, and Health Care Administration.
<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State.	<input type="checkbox"/> VIRGINIA	Clerk, State Corporation Commission.
<input type="checkbox"/> NEW JERSEY	Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety.	<input type="checkbox"/> WASHINGTON	Director of the Department of Financial Institutions.
<input type="checkbox"/> NEW MEXICO	Director, Securities Division of the Regulation and Licensing Department.	<input type="checkbox"/> WEST VIRGINIA	Commissioner (Auditor of the State).
<input checked="" type="checkbox"/> NEW YORK	Secretary of State.	<input type="checkbox"/> WISCONSIN	Division of Securities, Department of Financial Institutions.
<input type="checkbox"/>		<input type="checkbox"/> WYOMING	Secretary of State.

Dated this 21<sup>st</sup> day of October, 20 03

VENDINGDATA CORPORATION

(SEAL)

By:



Stacie L. Brown, Corporate Counsel & Secretary

Title

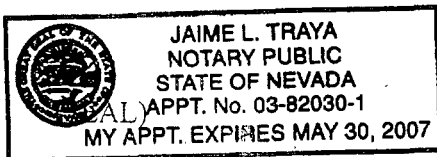
FORM U-2  
UNIFORM CONSENT TO SERVICE OF PROCESS (cont'd)

CORPORATE ACKNOWLEDGMENT

STATE OR PROVINCE OF NEVADA }  
COUNTY OF CLARK } ss.

On this 21<sup>st</sup> day of October, 2003 before me Jaime L. Traya the undersigned officer, personally appeared Stacie L. Brown known personally to me to be the Corporate Counsel and Secretary (title) of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Jaime L. Traya  
Notary Public/Commissioner of Oaths

My Commission Expires  
May 30, 2007

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF NEVADA }  
COUNTY OF CLARK } ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ before me, \_\_\_\_\_, the undersigned officer, personally appeared \_\_\_\_\_ to me personally known and known to me to be the same person(s) whose name(s) is(are) signed to the foregoing instrument, and acknowledged the execution thereof for the use and purpose therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(SEAL)

\_\_\_\_\_  
Notary Public/Commissioner of Oaths

My Commission Expires  
\_\_\_\_\_

**FORM U-2**  
**UNIFORM CONSENT TO SERVICE OF PROCESS (cont'd)**

**INSTRUCTIONS**

1. The name of the issuer is to be inserted in the blank space on line 1 of Uniform Form U-2 ("Form").
2. The type of person executing the Form is to be described by striking out the inapplicable nomenclature in lines 2-4 and, if appropriate, by inserting a description of the person in the blank space provided on line 2 of the Form.
3. The name of the jurisdiction under which the issuer was formed or is to be formed is to be inserted in the blank space on line 3 of the Form.
4. The person to whom a copy of any notice, process of pleading which is served pursuant to the Consent to Service of Process is to be inserted in the appropriate blank spaces at the end of page 1 of the Form.
5. An "X" is to be placed in the space before the names of all States which the person executing this Form lawfully is appointing the officer of each State so designated on the Form as its attorney in that State for receipt of service of process.
6. A manually signed Form must be filed with each State requiring a Consent to Service of Process on Form U-2 at the office so designated by the laws or regulations of that State and must be accompanied by the exact filing fee, if any.
7. The Form must be signed by the issuer. If the issuer is a corporation, it should be signed in the name of the corporation by an executive officer duly authorized; if a partnership, it should be signed in the name of the partnership by a general partner; and if an unincorporated association or other organization which is not a partnership, the Form should be signed in the name of such organization by a person responsible for the direction or management of its affairs.
8. If the Form is mailed, it is advisable to send it by registered or certified mail, postage prepaid, return receipt requested.